

FROM ENGLISH, MCCAUGHAN, & O'BRYAN P.A.

04.01.1996 11:39

NO. 6 P. 2

4/01/96

FLORIDA DIVISION OF CORPORATIONS

11:00

((H96000004623))

NAME: BHATTI ENTERPRISES, INC.

11:00

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF TREASURY
STATE OF FLORIDA
409 EAST GUNN STREET
TALLAHASSEE, FL 32399

FROM: ENGLISH, MCCAUGHAN, & O'BRYAN, P.A.
PO BOX 14098 SUITE 1100
FT LAUDERDALE FL 33301-

FAX: (904) 922-4000

CONTACT: DEBRA H CHRYSTIN

PHONE: (305) 462-3300

FAX: (305) 763-2439

((H96000004623))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BHATTI ENTERPRISES, INC.

FAX AUDIT NUMBER: H96000004623

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TALLAHASSEE, FLORIDA

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ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
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FAX NUMBER: (904) 922-4000
FROM: Debbie Chrystie
REGARDING OUR FILE NAME: Bhatti\General
CLIENT/MATTER #: 12278-46818
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DATE: 4/1/96

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NO. 6 P. 3

FAX AUDIT NO. H96000004623

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SECRETARY OF STATE
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**ARTICLES OF INCORPORATION
OF
BHATTI ENTERPRISES, INC.
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of BHATTI ENTERPRISES, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is BHATTI ENTERPRISES, INC. and the street address of the initial principal office of the Corporation is 5271 West Broward Boulevard, Plantation, Florida 33317.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of no par value Common Stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 5271 West Broward Boulevard, Plantation, Florida 33317, and the name of the initial Registered Agent of the Corporation at that address is Jaswant S. Bhatti.

PREPARED BY: William T. Coleman, Esquire
100 N.E. 3rd Ave., Suite 1100
Fort Lauderdale, FL 33301
(305) 462-3300
Florida Bar No. 136415

FAX AUDIT NO. H96000004623

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ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two Directors to hold office until the first Annual Meeting of Shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The names and addresses of the initial Directors of the Corporation are:

Name

Address

Jaswant S. Bhatti

11220 Northwest 14 Street
Plantation, Florida 33323

Nirmaljeet K. Bhatti

11220 Northwest 14 Street
Plantation, Florida 33323

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is Timothy C. Leixner, Esquire, English, McCaughan & O'Bryan, P.A., 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28th day of March, 1996.


TIMOTHY C. LEIXNER, Incorporator

FROM ENGLISH, MCCAUGHAN, & O'BRYAN P.A.
FAX AUDIT NO. H96000004623

04.01.1996 11:40

NO. 6 P. 5

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for BHATTI ENTERPRISES, INC. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: March 28, 1996

By: *Sanwant B. Bhatti*
SANWANT B. BHATTI, Initial
Registered Agent *SBB*

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TALLAHASSEE, FLORIDA

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FAX: (904) 922-4000

FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
100 NE THIRD AVE
PO BOX 14090 SUITE 1100
FT LAUDERDALE FL 33301-

CONTACT: DEBRA H CHRYSTIE
PHONE: (305) 462-3300
FAX: (305) 763-2439

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DOCUMENT TYPE: BASIC AMENDMENT

NAME: BHATTI ENTERPRISES, INC.

FAX AUDIT NUMBER: H96000004035

CURRENT STATUS: REQUESTED

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STATE OF FLORIDA
400 EAST GAINES STREET
TALLAHASSEE, FL 32300

FROM: ENGLISH, MCCOUGHAN & O'BRYAN, P.A.

100 NE THIRD AVE
PO BOX 14000 SUITE 1100
FT LAUDERDALE FL 33301-

FAX: (804) 822-4000

CONTACT: DEBRA H CHRYSTIE

PHONE: (305) 462-2300

FAX: (305) 763-2438

((H86000004035)))

DOCUMENT TYPE: BASIC AMENDMENT

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 4, 1996

BHATTI ENTERPRISES, INC.
5271 WEST BROWARD BLVD.
PLANTATION, FL 33317

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Linda Stitt
Corporate Specialist

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ARTICLES OF AMENDMENT OF
BHATTI ENTERPRISES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is BHATTI ENTERPRISES, INC. (the "Corporation").
2. Article I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE I

NAME

The name of the Corporation is BHATTI GAS STATION, INC. and the street address of the initial principal office of the Corporation is 5271 West Broward Boulevard, Plantation, Florida 33317.

3. The foregoing amendment was unanimously adopted by the sole Director and all of the Stockholders of the Corporation eligible to vote by a Written Consent signed by them on April 3, 1996, manifesting their intention that this amendment to the Articles of Incorporation be adopted, pursuant to Section 607.1003, Florida Statutes. The number of votes cast for the amendment was sufficient for approval by the Stockholders.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 3rd day of April, 1996.

Jaswant S. Bhatti

JASWANT S. BHATTI, President

PREPARED BY: Timothy C. Leixner, Esquire
English, McCaughan & O'Bryan, P.A.
100 N.E. Third Avenue, Suite 1100
Fort Lauderdale, FL 33301
(305) 462-3300
Fla. Bar No. 247596